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OCEANEERING INTERNATIONAL INC

Form 4 May 31, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

(Ctata)

(7:n)

See Instruction

1. Name and Address of Reporting Person * COLLINS T JAY		rting Person *	2. Issuer Name and Ticker or Trading Symbol OCEANEERING INTERNATIONAL INC [OII]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) 11911 FM 52	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/31/2016	X Director 10% Owner Officer (give title below) Other (specify below)		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
HOUSTON,	TX 77041-3	3011		Person		

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) Transaction(s) or (Instr. 3 and 4)					
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		ispose 4 and	d of (D)	Securities Beneficially Owned Following	Ownership Form: Direct (D) or Indirect (I)	Indirect Beneficial Ownership	
			Code V	Amount	or	Price	` '			
Common Stock	05/31/2016		S	1,200	D		42,252	D		
Common Stock	05/31/2016		S	2,200	D	\$ 33	40,052	D		
Common Stock	05/31/2016		S	800	D	\$ 33.01	39,252	D		
Common Stock	05/31/2016		S	1,216	D	\$ 33.015	38,036	D		
Common Stock	05/31/2016		S	1,100	D	\$ 33.02	36,936	D		

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05/31/2016	S	200	D	\$ 33.025	36,736	D
05/31/2016	S	2,400	D	\$ 33.03	34,336	D
05/31/2016	S	1,500	D	\$ 33.04	32,836	D
05/31/2016	S	500	D	\$ 33.045	32,336	D
05/31/2016	S	1,584	D	\$ 33.05	30,752	D
05/31/2016	S	200	D	\$ 33.055	30,552	D
05/31/2016	S	1,300	D	\$ 33.06	29,252	D
05/31/2016	S	100	D	\$ 33.065	29,152	D
05/31/2016	S	3,200	D	\$ 33.07	25,952	D
05/31/2016	S	600	D	\$ 33.08	25,352	D
05/31/2016	S	541	D	\$ 33.09	24,811	D
05/31/2016	S	759	D	\$ 33.1	24,052	D
05/31/2016	S	500	D	\$ 33.11	23,552	D
05/31/2016	S	100	D	\$ 33.115	23,452	D
	05/31/2016 05/31/2016 05/31/2016 05/31/2016 05/31/2016 05/31/2016 05/31/2016 05/31/2016 05/31/2016 05/31/2016 05/31/2016	05/31/2016 S 05/31/2016 S	05/31/2016 S 2,400 05/31/2016 S 1,500 05/31/2016 S 500 05/31/2016 S 1,584 05/31/2016 S 200 05/31/2016 S 1,300 05/31/2016 S 3,200 05/31/2016 S 600 05/31/2016 S 541 05/31/2016 S 759 05/31/2016 S 500	05/31/2016 S 2,400 D 05/31/2016 S 1,500 D 05/31/2016 S 500 D 05/31/2016 S 1,584 D 05/31/2016 S 200 D 05/31/2016 S 1,300 D 05/31/2016 S 3,200 D 05/31/2016 S 600 D 05/31/2016 S 541 D 05/31/2016 S 759 D 05/31/2016 S 500 D	05/31/2016 S 2,400 D \$ 33.03 05/31/2016 S 1,500 D \$ 33.04 05/31/2016 S 500 D \$ 33.045 05/31/2016 S 1,584 D \$ 33.05 05/31/2016 S 200 D \$ 33.05 05/31/2016 S 1,300 D \$ 33.06 05/31/2016 S 100 D \$ 33.07 05/31/2016 S 3,200 D \$ 33.08 05/31/2016 S 541 D \$ 33.09 05/31/2016 S 759 D \$ 33.11 05/31/2016 S 500 D \$ 33.11 05/31/2016 S 500 D \$ 33.11	05/31/2016 S 2,400 D \$ 33.03 34,336 05/31/2016 S 1,500 D \$ 33.04 32,836 05/31/2016 S 500 D \$ 33.045 32,336 05/31/2016 S 1,584 D \$ 33.05 30,752 05/31/2016 S 200 D \$ 33.05 30,552 05/31/2016 S 1,300 D \$ 33.06 29,252 05/31/2016 S 3,200 D \$ 33.07 25,952 05/31/2016 S 3,200 D \$ 33.08 25,352 05/31/2016 S 541 D \$ 33.09 24,811 05/31/2016 S 759 D \$ 33.11 23,552 05/31/2016 S 500 D \$ 33.11 23,552 05/31/2016 S 500 D \$ 33.11 23,552

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	S	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
					(A) or				Repo

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Disposed of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Expiration Title Amount Exercisable Date or

Number of Shares

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

COLLINS T JAY
11911 FM 529 X

HOUSTON, TX 77041-3011

Signatures

/s/David K. Lawrence, Attorney-in-Fact for T. Jay Collins 05/31/2016

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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